

NZ Windfarms Limited

Title: **CODE OF CONDUCT**

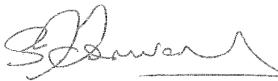
History

Date of issue: 21 November 2007

Date of Review: 13 February 2008

Approved by: NZ Windfarms Board of Directors

Signed:



Date: 26 February 2008

CODE OF CONDUCT

TABLE OF CONTENTS

Code Of Conduct	1
1 Policy.....	3
2 Conflicts Of Interest	3
3 Receipt And Use Of Corporate Information, Assets And Property	3
3.1 Gifts.....	3
3.2 Confidentiality	4
3.3 Proper use of NZWL’s assets	4
3.4 Intellectual property.....	4
3.5 Insider Trading.....	4
4 Delegated Authorities	4
5 Compliance With Applicable Laws, Regulations And Rules.....	5
6 Reporting Concerns	5
7 Disciplinary Measures	5
8 Review	6

CODE OF CONDUCT

NZ Windfarms Ltd Code of Conduct sets the ethical standards expected of the directors, employees and contractors of NZ Windfarms Ltd, together “NZWL people”.

This code is a NZWL policy. It refers to a number of other NZWL policies and matters reflected in individual employment agreements. All NZWL people are required to comply with all NZWL policies and agreements.

The Board shall monitor adherence to the Code of Conduct and hold NZWL people accountable for unethical behaviour.

1 POLICY

NZWL people are expected, at all times, to:

- Undertake their duties efficiently and conscientiously observing the highest level of professional behaviour;
- Achieve NZWL’s business interests in a loyal and efficient manner, conducting themselves in a manner that reflects credit on both the individual and the company;
- Deal honestly, fairly and with integrity with all stakeholders.

This code is not intended to prescribe a list of acceptable and non-acceptable behaviour; rather it is intended as a guide to conduct that is consistent with NZWL’s values.

2 CONFLICTS OF INTEREST

NZWL expects its people to act in NZWL’s best interests at all times. NZWL people therefore must not engage in any business, commercial or other activity which would conflict with their ability to perform their duties to NZWL.

NZWL people are responsible to identify and declare all actual or potential conflicts of interest immediately they are identified, and to remove themselves from discussions and/ or voting on matters in which he or she has a personal interest.

The Board Chair shall ask Board members and attendees to declare all actual or potential conflicts in respect of agenda items at the commencement of all Board meetings and Board members shall identify actual or potential conflicts of interest and either remove themselves from discussions or voting as appropriate.

3 RECEIPT AND USE OF CORPORATE INFORMATION, ASSETS AND PROPERTY

3.1 Gifts

NZWL people need to understand it may be perceived that gifts, hospitality or personal benefits from external parties (“Gifts”) could compromise or influence any decision by NZWL people. Facilitation payments or bribes shall not be accepted in any circumstances.

CODE OF CONDUCT

Gifts above \$200 shall be entered in the Register of Gifts and reported to the next Board meeting.

If there is any doubt that a Gift will compromise the individual or NZWL, the Board Chair will advise if the Gift can be accepted.

3.2 Confidentiality

NZWL people must not disclose to any person any information concerning the interests, business or finances of NZWL and or any NZWL people or customers which came to their knowledge through their association with NZWL, either during that time or after, except as allowed under delegated authority (e.g. company analysts, under confidentiality agreements).

On leaving NZWL, NZWL people must return all records and documents including reproduction of those records or documents to NZWL.

3.3 Proper use of NZWL's assets

NZWL's people will use their best endeavours to protect NZWL's assets (including its systems, information, intellectual property and networks) from loss, damage, misuse, waste and theft.

3.4 Intellectual property

NZWL people must respect the intellectual property rights of others. Any patent, design, copyright or other form of intellectual property or proprietary interest developed by NZWL people in the course of their duties is the property of NZWL.

3.5 Insider Trading

NZWL people will adhere to the procedures set out in the Insider Trading Policy when trading in the Company's securities.

4 DELEGATED AUTHORITIES

- Delegated Authorities (DAs) are authorities given to enable specified employees to make financial or other commitments which enable the efficient operation of the business.
- The Board approves the DAs for the Board Chair, CEO and other specified senior Managers.
- NZWL people must not breach DA's provided under the NZWL Delegated Authorities and Discretionary Expenditure Policies as updated from time to time.
- All breaches of delegated authorities are considered disciplinary measures and may lead to disciplinary action including dismissal.
- The Chief Financial Officer is responsible for the administration of this Policy.

CODE OF CONDUCT

5 COMPLIANCE WITH APPLICABLE LAWS, REGULATIONS AND RULES

NZWL people must:

- Conduct themselves in a manner that is consistent with all NZWL policies, frameworks and processes at all times.
- Comply with all applicable legislation, regulations, local authority by-laws, rules (including the NZX Listing Rules) and regulations.
- Complete all statutory and internal disclosure requirements as required.
- The CEO and CFO shall complete 6 monthly declarations on compliance with NZWL's statutory obligations.
- The CFO shall complete a declaration on compliance with NZX listing rules and the Securities Markets Act at each Board meeting.

6 REPORTING CONCERNS

- Through its Whistle Blowers Policy, NZWL recognises the protections afforded employees under the Protected Disclosures Act 2000 and will support employees who, acting in good faith, report any serious wrongdoing.
- To the extent it is possible to do so; NZWL will keep confidential the identity of the person making the report.
- NZWL employees becoming aware of a breach or suspected breach of this Code or of any law, regulation, NZWL policy or any other "serious wrong doing" may report it to:
 - Chief Financial Officer; or
 - Chair, Audit and Risk Committee; or
 - Chair, Board of Directors; or
 - Chief Executive Officer; or
 - If none of the above are appropriate for any reason, NZWL's external auditor
- Any person receiving a report of a breach or suspected breach of this Code or of any law, regulation, or NZWL policy, must investigate the reported or suspected breaches following the procedures set out in the Whistle Blower's Policy, and ensure that appropriate action is taken.

More information about these responsibilities is contained in the Whistle Blower's Policy.

7 DISCIPLINARY MEASURES

- NZWL reserves its right to summarily dismiss an employee where an act of serious misconduct is committed and other disciplinary action is inappropriate. Misconduct

CODE OF CONDUCT

and poor performance will normally result in counselling, training and warnings, and may result in dismissal if repeated.

- Examples of serious conduct which could result in dismissal include, but are not limited to: breach of NZWL's Code of Conduct, breach of other NZWL's policies, fraud, misuse or theft of property, including intellectual property, from NZWL or another employee, inappropriate use of NZWL's equipment, record falsification, unauthorised disclosure of information, behaviour endangering others, serious breaches of safety rules, refusal to obey lawful and reasonable instructions, misuse of drugs and/or alcohol in the workplace, or at functions or client/customer premises, or while using company vehicles or equipment, and serious breach of NZWL's policies and procedures.

It is recognised that code breaches and disciplinary actions are complex issues and present unique challenges to the Company and the individual and NZWL respects the rights of all employees.

8 REVIEW

The Board is responsible to implement and review NZWL's code of conduct.

If you have any feedback about this Code please contact the Chair, Audit and Risk Committee.